

JUN 29 '09

11:55 AM

SURFACE TRANSPORTATION BOARD



**The David J. Joseph Company**  
300 Pike Street, Cincinnati, Ohio 45202

June 29, 2009

Ms. Anne K. Quinlan  
Surface Transportation Board  
Recordation Unit  
395 F Street SW  
Suite 100  
Washington, D.C. 20024

Dear Ms. Quinlan:

Please find attached the Memorandum of Assignment and Assumption Agreement dated June 26, 2009, between the following parties:

Buyer: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Seller: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Suite 700  
Minneapolis, MN 55402

Please see Schedule I attached hereto for the equipment, (92) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 26, 2009 related to ninety-two (92) railcars bearing reporting marks: JTSX 900880-900971, inclusive.

Please file this as a secondary document under Recordation Number 25156-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25156 through 25156-B. The filing fee for this document shall be charged to the account of The David J. Joseph Company.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6061.

Best regards,

The David J. Joseph Company

Angela D. Watts, Esq.  
Director, Contract Administration

RECORDATION NO 25156-C FILED

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 26, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Railroad Equipment Lease dated April 29, 2004, between The David J. Joseph Company, as Lessor, and Tennessee Valley Authority, as Lessee (the "Lease"), for ninety-two (92) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 16, 2004, by and between The David J. Joseph Company ("Seller") and Wells Fargo Equipment Finance, Inc.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of June 26, 2009.

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: A. Valencia  
Name: Ananna Valencia  
Title: ScASU

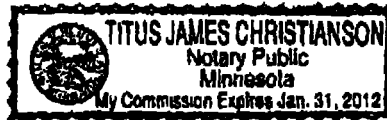
**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein  
Name: Kelly C. Poellein  
Title: Vice President Finance, Brokerage

STATE OF MINNESOTA

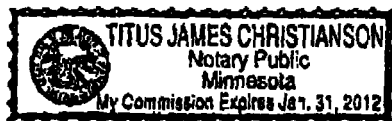
COUNTY OF Hennepin

SS:



On this 26<sup>th</sup> day of June, 2009, before me the subscriber, Titus Christianson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Aranna Valera, to me personally known, who stated and acknowledged that he/she is the Sec ASB of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26 day of June, 2009.



[Signature]  
(Notary Signature)

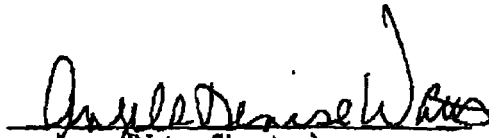
My commission expires:

1/31/2012

STATE OF OHIO                    )  
  ) SS  
COUNTY OF HAMILTON         )

On this 26<sup>th</sup> day of June, 2009 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President Finance, Brokerage of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26<sup>th</sup> day of June, 2009.

  
(Notary Signature)

My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:**

Ninety-two (92) railcars bearing reporting marks:

JTSX 900880-900971, inclusive

**LEASE:**

Railroad Equipment Lease dated April 29, 2004 between The David J. Joseph Company, as Lessor, and Tennessee Valley Authority, as Lessee (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 16, 2004. .